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E-Filed on March 7, 2007

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Attorney for Interested Parties

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

| | | |
|------------------------------------|---|-------------------|
| In re: |) | BK-S-06-10725-LBR |
| |) | Chapter 11 |
| USA COMMERCIAL MORTGAGE COMPANY |) | |
| Debtor |) | |
| In re: |) | BK-S-06-10726-LBR |
| |) | Chapter 11 |
| USA CAPITAL REALTY ADVISORS, LLC, |) | |
| Debtor |) | |
| In re: |) | BK-S-06-10727-LBR |
| |) | Chapter 11 |
| USA CAPITAL DIVERSIFIED TRUST DEED |) | |
| FUND, LLC, |) | |
| Debtor |) | |
| In re: |) | BK-S-06-10728-LBR |
| |) | Chapter 11 |
| USA CAPITAL FIRST TRUST DEED FUND, |) | |
| LLC, |) | |
| Debtor |) | |
| In re: |) | BK-S-06-10729-LBR |
| |) | Chapter 11 |
| USA SECURITIES, LLC, |) | |
| Debtor |) | |

Affects:)
 ☐ All Debtors)
 ☒ USA Commercial Mortgage Co.)
 ☐ USA Securities, LLC)
 ☐ USA Capital Realty Advisors, LLC) DATE: 3-15-2007
 ☐ USA Capital Diversified Trust Deed) TIME: 9:30 AM
 ☐ USA First Trust Deed Fund, LLC)
_____)

OMNIBUS REPLY TO OPPOSITIONS TO APPLICATION FOR
ATTORNEY FEES AND COSTS

COMES NOW Robert C. LePome, Esq., attorney for Direct Lenders Alexander and others shown in the Second Amended Statement of Robert C. LePome, Esq. and Nancy Alf, Esq. pursuant to Rule 2019 filed as Docket #1077 of the firm of Parsons, Behle, & Latimer and Robert C. LePome Esq. and Replies to the Debtor's Opposition to Application for Attorney Fees and Costs. This Reply is based upon the Points and Authorities attached hereto and the Affidavit of Robert C. LePome, Esq.

Robert C. LePome, Esq.

/s/ Robert C. LePome, Esq
Robert C. LePome, Esq.
10120 S. Eastern Ave. #200
Henderson, NV 89052
Nevada Bar #1980
Attorney for Interest Parties

and

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POINTS AND AUTHORITIES

Mr. LePome represents many creditors of this estate and has rendered substantial services to creditors who are not named as identified clients pursuant to Rule 2019. 11 USC 503(b)(3)(D) provides that the reasonable expenses of a creditor who has made a substantial contribution to this case may be paid.

Robert C. LePome, Attorney for Various Creditors, pointed out the central issue in the confirmation process which was the netting issue. This was first discussed in Document No. 281 in early May, 2006.

This issue and the compromise was discussed in my office at a strategy meeting attended by Gregory E. Garman, Esq. who was present in person and Janet Chubb, Esq. who was present through teleconference on speaker phone.

Mr. LePome filed the Proofs of Claim for all of his direct-case clients and assisted his interpleader clients in filing their Proofs of Claim. This was done so that they would be filed timely and their Ballots counted in favor of the Plan. Additionally he wrote to each client on November 29, 2006, a copy of which letter is attached as Exhibit "A". As can be seen we recommended a Vote to Accept the Plan. See Page 3 of Letter of November 29, 2006, line 3. A sample Proof of Claim in blank format was prepared by Mr. LePome for all of his named client/creditors and several other non-named creditors and is attached as Exhibit "C" and "D" hereto.

The strategy of supporting the Plan was concurred in by Co-counsel Nancy Allf

and a copy of the Inter-Office letter dated December 9, 2006 is attached as Exhibit "B".

This Proof of Claim (like all of the others totaling nearly \$35 Million in claims) properly breaks down each Direct Lender Claim into an unsecured portion. Many people contacted Mr. LePome and he forwarded samples of a proper proof of claim and informed them of the necessity of filing them by December 11, 2006 so that their votes would be counted. Several of these were requests from persons who are now members of the Debtor's Protection Group but who voted to support the plan.

Mr. LePome also urged many of his clients to enter the various chat rooms on line and support the plan. As an "outsider" who did not enter the "beauty contest" to be appointed to represent one of the committees, Mr. LePome's counsel and the urging of his clients carried at least as much "weight" as the letters which were published by the 4 Committee's supporting the Plan.

It is the belief of Mr. LePome that 25% of the members of the Lender Protection Group and many others who called him who were not named clients also voted for the Plan due partly to his support of the Plan. It is probable that the Plan would not have

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been confirmed absent such support by Mr. LePome.¹

Robert C. LePome, Esq.

/s/ Robert C. LePome, Esq

Robert C. LePome, Esq.
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AFFIDAVIT OF ROBERT C. LEPOME, ESQ.

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

ROBERT C. LEPOME, ESQ., being first duly sworn states that:

1. I am the attorney for the Direct Lenders Alexander and others shown in the Second Amended Statement of Robert C. LePome, Esq. and Nancy Allf, Esq. pursuant to Rule 2019 filed as Docket #1077 and I am knowledgeable as to the facts and

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Note: The representation of clients herein was jointly between Nancy Allf and Robert C. LePome. The use of "Mr. LePome" in the singular is made solely for convenience. Both counsel were instrumental in the approval of the Plan. Indeed Nancy Allf attended the confirmation hearing during the absence from the State of Nevada of Mr. LePome.

circumstances of the case herein.

2. I pointed out the central issue in the confirmation process which was the netting issue. I first discussed in Document No. 281 in early May, 2006.

3. This issue and the compromise was discussed in my office at a strategy meeting attended by Gregory E. Garman, Esq. who was present in person and Janet Chubb, Esq. who was present through teleconference on speaker phone.

4. I filed the Proofs of Claim for all of my direct-case clients and assisted my interpleader clients in filing their Proofs of Claim. This was done so that they would be filed timely and their Ballots counted in favor of the Plan.

5. I also wrote to each client on November 29, 2006, a copy of which letter is attached as Exhibit "A". As can be seen I recommended a Vote to Accept the Plan. See Page 3 of Letter of November 29, 2006, line 3. A sample Proof of Claim in blank format was prepared by me for all of my named client/creditors and several other non-named creditors and is attached as Exhibit "C" and "D" hereto.

6. The strategy of supporting the Plan was concurred in by Co-counsel Nancy Allf and a copy of the Inter-Office letter dated December 9, 2006 is attached as Exhibit "B".

7. This Proof of Claim (like all of the others totaling nearly \$35 Million in claims) properly breaks down each Direct Lender Claim into an unsecured portion. Many people contacted me and I forwarded samples of a proper proof of claim and informed them of the necessity of filing them by December 11, 2006 so that their

votes would be counted. Several of these were requests from persons who are now members of the Debtor's Protection Group but who voted to support the plan.

8. I also urged many of my clients to enter the various chat rooms on line and support the plan. As an "outsider" who did not enter the "beauty contest" to be appointed to represent one of the committees, I and the urging of my clients carried at least as much "weight" as the letters which were published by the 4 Committee's supporting the Plan.

9. It is my belief that 25% of the members of the Lender Protection Group and many others who called me were not my named clients also voted for the Plan due partly to my support of the Plan. It is probable that the Plan would not have been confirmed absent such support by myself and my co-counsel.

/s/ Robert C. LePome, Esq.
ROBERT C. LEPOME, ESQ.

SUBSCRIBED AND SWORN to before
me this 7th day of March, 2007.

/s/ Susan M. Stanton
NOTARY PUBLIC in and for said County
and State.

CERTIFICATE OF SERVICE

I, Susan Stanton, hereby certify that the foregoing was forwarded to:

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by electronic service on the 7th day of March, 2007.

/s/ Susan Stanton
Employee of Robert C. LePome, Esq.